

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To The Honorable Commissioner for Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Name: Susie's South Forty Confections, Inc.
Address: 2801 South County Road 1180

City: Midland State: TX Zip: 79706

Individual(s) Association
General Partnership Limited Partnership
Corporation-State of: Texas
Other:

2. Name and address of receiving party(ies):
Name: Kraft Foods Holdings, Inc.
Address: Three Lakes Drive

City: Northfield State: IL Zip: 60093

Individual(s) Association
General Partnership Limited Partnership
Corporation-State of: Delaware
Other:

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)
Additional names(s) & address(es) attached? Yes No

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of Conveyance:
 Assignment Merger
Security Agreement Change of Name
Other

Execution Date: March ____, 2003

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)

76/077101

B. Trademark Registration No.(s) which has now moved to
Registration No. 2,670,936

Additional numbers attached? Yes (if yes, then attach numbers on a separate sheet and send along with this page) No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Susan H. Frohling, Esq.
Company: Kraft Foods Holdings, Inc.
Street Address: Three Lakes Drive
City: Northfield State: IL Zip: 60093

6. Total number of applications and registrations invoiced: 1

7. Total fee (37 CFR 3.41): \$ 40.00
\$40 for one mark; \$25 each additional

Enclosed
Authorized to be charged to deposit account #11-1650
if any additional fees are required.

8. Deposit account number: 11-1650
(Attach duplicate copy of this page if paying by deposit account)

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Name of Person Signing Susan H. Frohling

Signature Susan H. Frohling

Date: April 2, 2003

Total number of pages comprising cover sheet: 1

TRADEMARK ASSIGNMENT

WHEREAS Susie's South Forty Confections, Inc., a Texas corporation, located at 1515 South Fairgrounds Rd., Midland, Texas 79701 ("Susie's South Forty"), has adopted, used and is using the trademarks KICKERS and KICKERS HANDMADE PECAN PRALINES SUSIE'S S/40 FORTY CONFECTIONS and the Design and has applied to register the latter in the U.S. Trademark Office, Serial No. 76/077101 ("the Marks");

WHEREAS Kraft Foods Holdings, Inc., a Delaware corporation, located at Three Lakes Drive, Northfield, Illinois 60093 ("Kraft") is the owner of Federal Registration No. 2,562,354 for KICKERZ and is desirous of acquiring the Marks.

WHEREAS Kraft and Susie's South Forty have disputes regarding rights to use and register the Marks.

NOW, THEREFORE to settle the disputes surrounding the Marks and for other good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, Susie's South Forty does hereby assign unto Kraft all rights, title and interest in and to the Marks in the United States, together with the goodwill of the business symbolized by the Marks.

SUSIE'S SOUTH FORTY CONFECTIONS, INC.

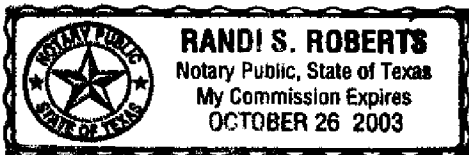
By: Susie Hitchcock-Hall

Title: PRESIDENT-OWNER

Date: OCTOBER 8, 2002

STATE OF Texas)
COUNTY OF Midland) SS

On this 8 day of October 2002, before me appeared Susie Hitchcock-Hall the person who signed this instrument, who acknowledged that she signed it as a free act on behalf of Susie's South Forty Confections, Inc.



Randi S. Roberts
Notary Public

Schedule A

LICENSED TRADEMARKS

<u>Mark</u>	<u>Serial No.</u>	<u>Filing Date</u>	<u>Goods</u>
KICKERS HANDMADE PECAN PRALINES SUSIE'S SOUTH S/40 FORTY CONFECTIONS and Design	76-077101	June 26, 2000	Handmade caramel pecan praline candy
KICKERS	To be filed by Kraft upon execution of Agreement	March __, 2002 <i>October</i>	Handmade caramel pecan praline candy